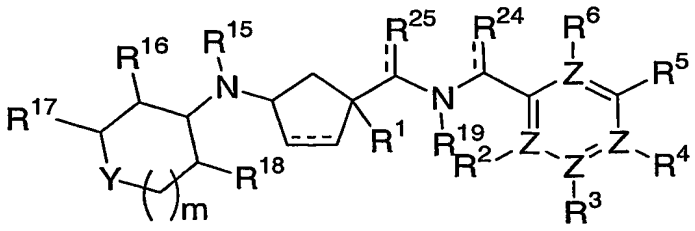
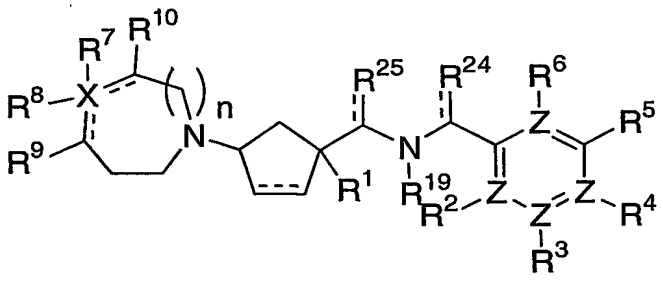
WHAT IS CLAIMED IS:

1. A compound of the formula I or formula II:



I



II

wherein:

X is selected from O, N, S, SO_2 and C;

Y is selected from -O-, -NR^{12}-, -S-, -SO-, -SO_2-, and –$CR^{12}R^{12}$-, -NSO_2R^{14}-, -$NCOR^{13}$-, -$CR^{12}COR^{11}$-, -$CR^{12}OCOR^{13}$-, -CO-;

Z is independently selected from C or N, where at least one Z is N and at most two Z are N;

R^1 is selected from: -C_{1-6}alkyl, -C_{0-6}alkyl-O-C_{1-6}alkyl, -C_{0-6}alkyl-S-C_{1-6}alkyl, -(C_{0-6}alkyl)-(C_{3-7}cycloalkyl)-(C_{0-6}alkyl), hydroxy, heterocycle, -CN, -$NR^{12}R^{12}$, -$NR^{12}COR^{13}$, -$NR^{12}SO_2R^{14}$, -COR^{11}, -$CONR^{12}R^{12}$, phenyl, and pyridyl,

where the alkyl and the cycloalkyl are unsubstituted or substituted with 1-7 substituents independently selected from: halo, hydroxy, -O-C_{1-3}alkyl, trifluoromethyl, C_{1-3}alkyl, -O-C_{1-3}alkyl, -COR^{11}, -SO_2R^{14}, -$NHCOCH_3$, -$NHSO_2CH_3$, -heterocycle, =O, -CN,

where the phenyl and pyridyl are unsubstituted or substituted with 1-3 substituents where the substituents are independently selected from: halo, hydroxy, COR^{11}, C_{1-3}alkyl, C_{1-3}alkoxy and trifluoromethyl;

where R^{11} is independently selected from: hydroxy, hydrogen, C_{1-6} alkyl, -O-C_{1-6}alkyl, benzyl, phenyl and C_{3-6} cycloalkyl, where the alkyl, phenyl, benzyl, and cycloalkyl groups are unsubstituted or substituted with 1-3 substituents independently selected from: halo, hydroxy, C_{1-3}alkyl, C_{1-3}alkoxy, -CO_2H, -CO_2-C_{1-6} alkyl, and trifluoromethyl,

where R^{12} is selected from: hydrogen, C_{1-6} alkyl, benzyl, phenyl and C_{3-6} cycloalkyl, where the alkyl, phenyl, benzyl, and cycloalkyl groups are unsubstituted or substituted with 1-3 substituents independently selected from: halo, hydroxy, C_{1-3}alkyl, C_{1-3}alkoxy, -CO_2H, -CO_2-C_{1-6}alkyl, and trifluoromethyl,

where R^{13} is selected from: hydrogen, C_{1-6} alkyl, -O-C_{1-6}alkyl, benzyl, phenyl and C_{3-6} cycloalkyl, where the alkyl, phenyl, benzyl, and cycloalkyl groups are unsubstituted or substituted with 1-3 substituents independently selected from: halo, hydroxy, C_{1-3}alkyl, C_{1-3}alkoxy, -CO_2H, -CO_2-C_{1-6}alkyl, and trifluoromethyl, and

where R^{14} is selected from: hydroxy, C_{1-6} alkyl, -O-C_{1-6}alkyl, benzyl, phenyl and C_{3-6} cycloalkyl, where the alkyl, phenyl, benzyl, and cycloalkyl groups are unsubstituted or substituted with 1-3 substituents independently selected from: halo, hydroxy, C_{1-3}alkyl, C_{1-3}alkoxy, -CO_2H, -CO_2-C_{1-6} alkyl, and trifluoromethyl;

R^2 is selected from: hydrogen, C_{1-3}alkyl, unsubstituted or substituted with 1-3 fluoro, -O-C_{1-6}alkyl, unsubstituted or substituted with 1-3 fluoro, hydroxy, chloro, fluoro, bromo, phenyl, heterocycle, and nothing, and O, when the Z bonded to R^2 is N;

R^3 is selected from: hydrogen, C_{1-3}alkyl, unsubstituted or substituted with 1-3 fluoro, -O-C_{1-3}alkyl, unsubstituted or substituted with 1-3 fluoro, hydroxy, chloro, fluoro, bromo, phenyl, heterocycle, and nothing, and O, when the Z bonded to R^2 is N;

R^4 is selected from: hydrogen, C_{1-3}alkyl, unsubstituted or substituted with 1-3 fluoro, -O-C_{1-3}alkyl, unsubstituted or substituted with 1-3 fluoro, hydroxy, chloro, fluoro, bromo, phenyl, heterocycle, and nothing, and O, when the Z bonded to R^2 is N;

R^5 is selected from: C_{1-6}alkyl, unsubstituted or substituted with 1-6 substituents selected from fluoro and hydroxyl, -O-C_{1-6}alkyl, unsubstituted or substituted with 1-6 fluoro, -CO-C_{1-6}alkyl, unsubstituted or substituted with 1-6 fluoro, -S-C_{1-6}alkyl, unsubstituted or substituted with 1-6 fluoro, -pyridyl, unsubstituted or substituted with one or more substituents selected from: halo, trifluoromethyl, C_{1-4}alkyl, and COR^{11}, fluoro, chloro, bromo, -C_{4-6}cycloalkyl, -O-C_{4-6}cycloalkyl, phenyl, unsubstituted or substituted with one or more substituents selected from: halo, trifluoromethyl, C_{1-4}alkyl, and COR^{11}, -O-phenyl, unsubstituted or substituted with one or more substituents selected from: halo, trifluoromethyl, C_{1-4}alkyl, and COR^{11}, -C_{3-6}cycloalkyl, unsubstituted or substituted with 1-6 fluoro, -O-C_{3-6}cycloalkyl, unsubstituted or substituted with 1-6 fluoro, -heterocycle, -CN, and -COR^{11};

R^6 is selected from: hydrogen, C_{1-3}alkyl, unsubstituted or substituted with 1-3 fluoro, -O-C_{1-3}alkyl, unsubstituted or substituted with 1-3 fluoro, hydroxy, chloro, fluoro, bromo, phenyl, heterocycle, and nothing, and O, when the Z bonded to R^2 is N;

R^7 is selected from: hydrogen, (C_{0-6}alkyl)-phenyl, (C_{0-6}alkyl)-heterocycle, (C_{0-6}alkyl)-C_{3-7}cycloalkyl , (C_{0-6}alkyl)-COR^{11}, (C_{0-6}alkyl)-(alkene)-COR^{11}, (C_{0-6}alkyl)-SO_3H, (C_{0-6}alkyl)-W-C_{0-4}alkyl, (C_{0-6}alkyl)-$CONR^{12}$-phenyl, (C_{0-6}alkyl)-$CONR^{20}$-V-COR^{11}, and nothing, when X is O, S, or SO_2,

where W is selected from: a single bond, -O-, -S-, -SO-, -SO_2-, -CO-, -CO_2-, -$CONR^{12}$- and –NR^{12}-,

where V is selected from C_{1-6}alkyl or phenyl,

where R^{20} is hydrogen or C_{1-4}alkyl, or where R^{20} is joined via a 1-5 carbon tether to one of the carbons of V to form a ring,

where the C_{0-6}alkyl is unsubstituted or substituted with 1-5 substituents independently selected from: halo, hydroxy, -C_{0-6}alkyl, -O-C_{1-3}alkyl, trifluoromethyl, and -C_{0-2}alkyl-phenyl,

where the phenyl, heterocycle, cycloalkyl, and C_{0-4}alkyl is unsubstituted or substituted with 1-5 substituents independently selected from: halo, trifluoromethyl, hydroxy, C_{1-3}alkyl, -O-C_{1-3}alkyl, -C_{0-3}-COR^{11}, -CN, -$NR^{12}R^{12}$, -$CONR^{12}R^{12}$, and -C_{0-3}-heterocycle,

or where the phenyl and heterocycle may be fused to another heterocycle, which itself may be unsubstituted or substituted with 1-2 substituents independently selected from hydroxy, halo, -COR^{11}, and –C_{1-3}alkyl, and

where alkene is unsubstituted or substituted with 1-3 substituents which are independently selected from: halo, trifluoromethyl, C_{1-3}alkyl, phenyl, and heterocycle;

R^8 is selected from: hydrogen, nothing when X is either O, S, SO_2 or N or when a double bond joins the carbons to which R^7 and R^{10} are attached, hydroxy, C_{1-6}alkyl, C_{1-6}alkyl-hydroxy, -O-C_{1-3}alkyl, -COR^{11}, -$CONR^{12}R^{12}$, and -CN;

where R^7 and R^8 may be joined together to form a ring selected from: 1H-indene, 2,3-dihydro-1H-indene, 2,3-dihydro-benzofuran, 1,3-dihydro-isobenzofuran, 2,3-dihydro-benzothiofuran, 1,3-dihydro-isobenzothiofuran, 6*H*-cyclopenta[*d*]isoxazol-3-ol, cyclopentane, and cyclohexane,

where the ring formed is unsubstituted or substituted with 1-5 substituents independently selected from: halo, trifluoromethyl, hydroxy, C_{1-3}alkyl, -O-C_{1-3}alkyl, -C_{0-3}- COR^{11}, -CN, -$NR^{12}R^{12}$, -$CONR^{12}R^{12}$, and -C_{0-3}-heterocycle, or

where R^7 and R^9 or R^8 and R^{10} may be joined together to form a ring which is phenyl or heterocycle,

wherein the ring is unsubstituted or substituted with 1-7 substituents where the substituents are independently selected from: halo, trifluoromethyl, hydroxy, C_{1-3}alkyl, -O-C_{1-3}alkyl, -COR^{11}, -CN, -$NR^{12}R^{12}$, and -$CONR^{12}R^{12}$;

R^9 and R^{10} are independently selected from: hydrogen, hydroxy, C_{1-6}alkyl, C_{1-6}alkyl-COR^{11}, C_{1-6}alkyl-hydroxy, -O-C_{1-3}alkyl, =O, when R^9 or R^{10} is connected to the ring via a double bond, and halo;

R^{15} is selected from: hydrogen, and C_{1-6}alkyl, unsubstituted or substituted with 1-3 substituents independently selected from: halo, hydroxy, $-CO_2H$, $-CO_2C_{1-6}$alkyl, and $-O-C_{1-3}$alkyl;

R^{16} is selected from: hydrogen, C_{1-6}alkyl, unsubstituted or substituted with 1-6 substituents selected from: fluoro, C_{1-3}alkoxy, hydroxyl and $-COR^{11}$, fluoro, $-O-C_{1-3}$alkyl, unsubstituted or substituted with 1-3 fluoro, C_{3-6} cycloalkyl, $-O-C_{3-6}$cycloalkyl, hydroxy, -COR11, and $-OCOR^{13}$, or R^{15} and R^{16} are joined together via a C_{2-4}alkyl or a C_{0-2}alkyl-$O-C_{1-3}$alkyl chain to form a 5-7 membered ring;

R^{17} is selected from: hydrogen, C_{1-6}alkyl, unsubstituted or substituted with 1-6 substituents selected from: fluoro, C_{1-3}alkoxy, hydroxyl and $-COR^{11}$, COR^{11}, hydroxy, and $-O-C_{1-6}$alkyl, unsubstituted or substituted with 1-6 substituents selected form: fluoro, C_{1-3}alkoxy, hydroxy, and $-COR^{11}$, or

R^{16} and R^{17} may be joined together by a C_{1-4}alkyl chain or a C_{0-3}alkyl-$O-C_{0-3}$alkyl chain to form a 3-6 membered ring;

R^{18} is selected from: hydrogen, C_{1-6}alkyl, unsubstituted or substituted with 1-6 fluoro, fluoro, $-O-C_{3-6}$cycloalkyl, and $-O-C_{1-3}$alkyl, unsubstituted or substituted with 1-6 fluoro, or

R^{16} and R^{18} are joined together by a C_{2-3}alkyl chain to form a 5-6 membered ring, where the alkyl are unsubstituted or substituted with 1-3 substituents independently selected from: halo, hydroxy, $-COR^{11}$, C_{1-3}alkyl, and C_{1-3}alkoxy, or

R^{16} and R^{18} are joined together by a C_{1-2}alkyl-$O-C_{1-2}$alkyl chain to form a 6-8 membered ring, where the alkyl are unsubstituted or substituted with 1-3 substituents independently selected from: halo, hydroxy, $-COR^{11}$, C_{1-3}alkyl, and C_{1-3}alkoxy, or

R^{16} and R^{18} are joined together by a $-O-C_{1-2}$alkyl-O-chain to form a 6-7 membered ring, where the alkyl are unsubstituted or substituted with 1-3 substituents independently selected from: halo, hydroxy, $-COR^{11}$, C_{1-3}alkyl, and C_{1-3}alkoxy;

R^{19} is selected from: hydrogen, phenyl, C_{1-6}alkyl substituted or unsubstituted with 1-6 substituents selected from: $-COR^{11}$, hydroxy, fluoro, chloro and $-O-C_{1-3}$alkyl;

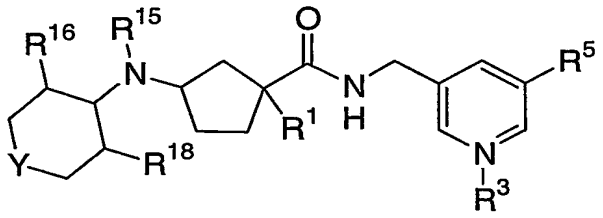
R^{24} and R^{25} are independently selected from: =O, where one of R^{24} and R^{25} is oxygen bound via a double bond. hydrogen, phenyl, and C_{1-6}alkyl, substituted or unsubstituted with 1-6 substituents selected from: $-COR^{11}$, hydroxy, fluoro, chloro, $-O-C_{1-3}$alkyl;

m is 0, 1 or 2;

n is 1 or 2;

the dashed line represents a single or a double bond;
and pharmaceutically acceptable salts thereof and individual diastereomers thereof.

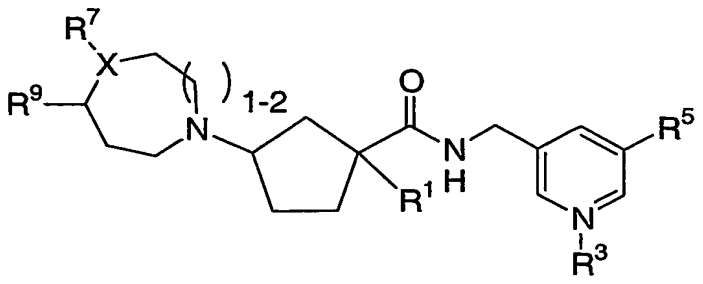
2. The compound of claim 1 of the formula Ia:



Ia

and pharmaceutically acceptable salts and individual diastereomers thereof.

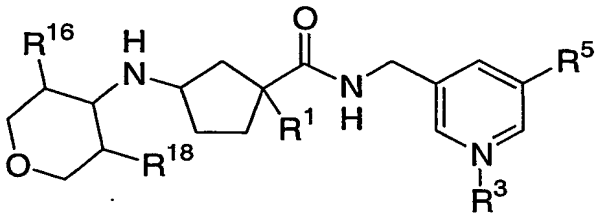
3. The compound of claim 1 of the formula IIa:



IIa

and pharmaceutically acceptable salts and individual diastereomers thereof.

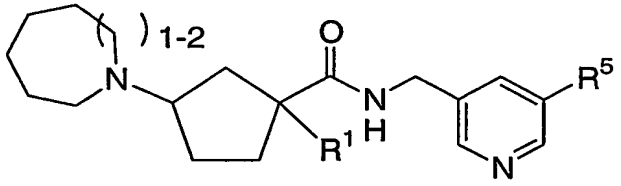
4. The compound of claim 1 of the formula Ib:



Ib

and pharmaceutically acceptable salts and individual diastereomers thereof.

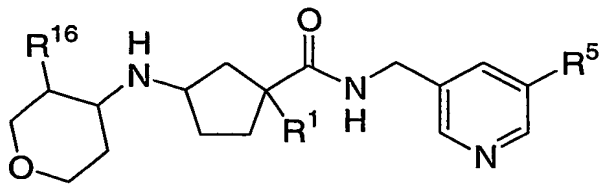
5. The compound of claim 1 of the formula IIb:



IIb

and pharmaceutically acceptable salts and individual diastereomers thereof.

6. The compound of claim 1 of the formula Ic:



Ic

and pharmaceutically acceptable salts and individual diastereomers thereof.

7. The compound of claim 1, wherein X is C, O or N.

8. The compound of claim 1, wherein X is C.

9. The compound of claim 1, wherein Y is $-CH_2-$ or $-O-$

10. The compound of claim 1, wherein R^1 is selected from: -C_{1-6}alkyl, -C_{0-6}alkyl-O-C_{1-6}alkyl, heterocycle, and -(C_{0-6}alkyl)-(C_{3-7}cycloalkyl)-(C_{0-6}alkyl), where the alkyl, heterocycle, and the cycloalkyl are unsubstituted or substituted with 1-7 substituents independently selected from: halo, hydroxy, -O-C_{1-3}alkyl, trifluoromethyl, C_{1-3}alkyl, -O-C_{1-3}alkyl, -COR^{11}, -CN, -$NR^{12}R^{12}$, and -$CONR^{12}R^{12}$.

11. The compound of claim 1, wherein R^1 is selected from: -C_{1-6}alkyl, unsubstituted or substituted with 1-6 substituents independently selected from: halo, hydroxy, -O-C_{1-3}alkyl, trifluoromethyl, and -COR^{11}; -C_{0-6}alkyl-O-C_{1-6}alkyl-, unsubstituted or substituted with 1-6 substituents independently selected from: halo, trifluoromethyl, and -COR^{11}; and -(C_{3-5}cycloalkyl)-(C_{0-6}alkyl), unsubstituted or substituted with 1-7 substituents independently selected from: halo, hydroxy, -O-C_{1-3}alkyl, trifluoromethyl, and -COR^{11}.

12. The compound of claim 1, wherein R^1 is selected from: C_{1-6}alkyl, C_{1-6}alkyl substituted with hydroxyl, and C_{1-6}alkyl substituted with 1-6 fluoro.

13. The compound of claim 1, wherein R^1 is selected from: $-CH(CH_3)_2$, $-CH(OH)CH_3$, $-C(OH)(CH_3)_2$, and $-CH_2CF_3$.

14. The compound of claim 1, wherein R^2 is hydrogen.

15. The compound of claim 1, wherein R^3 is nothing.

16. The compound of claim 1, wherein R^4 is hydrogen.

17. The compound of claim 1, wherein R^5 is selected from: C_{1-6}alkyl substituted with 1-6 fluoro, -O-C_{1-6}alkyl substituted with 1-6 fluoro, chloro, bromo, and phenyl.

18. The compound of claim 1, wherein which R^5 is selected from: trifluoromethyl, trifluoromethoxy, chloro, bromo, and phenyl.

19. The compound of claim 1, wherein R^5 is trifluoromethyl.

20. The compound of claim 1, wherein R^6 is hydrogen.

21. The compound of claim 1, wherein R^7 is selected from phenyl, heterocycle, C_{3-7}cycloalkyl, C_{1-6}alkyl, $-COR^{11}$, and -CONH-V-COR^{11}, where V is selected from C_{1-6}alkyl and phenyl, and where the phenyl, heterocycle, C_{3-7}cycloalkyl, and C_{1-6}alkyl is unsubstituted or substituted with 1-5 substituents independently selected from: halo, trifluoromethyl, hydroxy, C_{1-3}alkyl, -O-C_{1-3}alkyl, -COR^{11}, -CN, -heterocycle, and -$CONR^{12}R^{12}$.

22. The compound of claim 1, wherein, when X is not O, R^7 is selected from phenyl, heterocycle, C_{1-4}alkyl, $-COR^{11}$ and -CONH-V-COR^{11}, where V is selected from C_{1-}

$_6$alkyl or phenyl, where the phenyl, heterocycle, and C_{1-4}alkyl is unsubstituted or substituted with 1-3 substituents independently selected from: halo, hydroxy, C_{1-3}alkyl, -O-C_{1-3}alkyl, -COR^{11},and -heterocycle.

23. The compound of claim 1, wherein X is O, and R^7 and R^8 are nothing.

24. The compound of claim 1, wherein X is C, and R^8 is hydrogen.

25. The compound of claim 1, wherein which R^9 is selected from: hydrogen, hydroxy, $-CH_3$, $-O-CH_3$, and =O, where R^9 is joined to the ring via a double bond.

26. The compound of claim 1, wherein R^9 is hydrogen.

27. The compound of claim 1, wherein R^{10} is hydrogen.

28. The compound of claim 1, wherein R^{15} is hydrogen or methyl.

29. The compound of claim 1, wherein R^{16} is selected from: hydrogen, C_{1-3}alkyl, unsubstituted or substituted with 1-6 fluoro, -O-C_{1-3}alkyl, fluoro, and hydroxy.

30. The compound of claim 1, wherein R^{16} is selected from: hydrogen, trifluoromethyl, methyl, methoxy, ethoxy, ethyl, fluoro, and hydroxy.

31. The compound of claim 1, wherein R^{17} is hydrogen.

32. The compound of claim 1, wherein R^{18} is selected from: hydrogen, methyl, and methoxy.

33. The compound of claim 1, wherein R^{18} is hydrogen.

34. The compound of claim 1, wherein R^{16} and R^{18} are joined together by a -CH_2CH_2- chain or a -$CH_2CH_2CH_2$- chain to form a cyclopentyl ring or a cyclohexyl ring.

35. The compound of claim 1, wherein R^{19} is hydrogen.

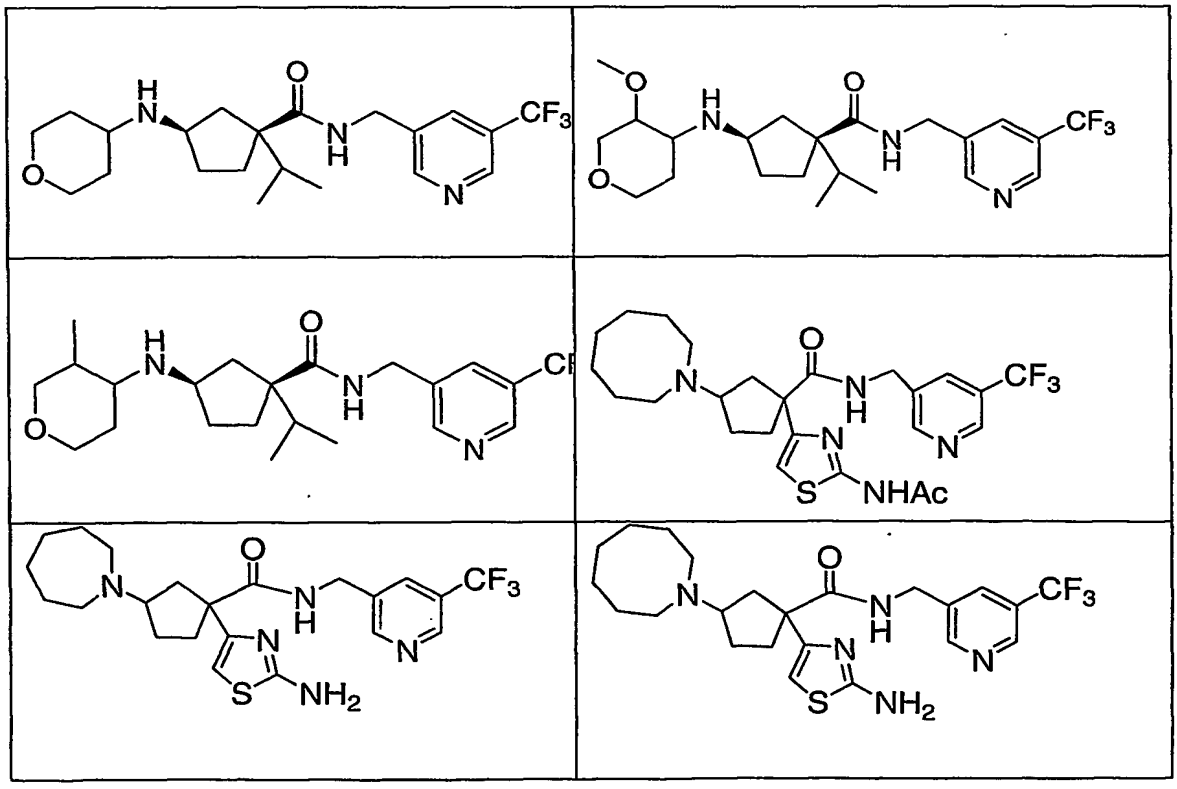
36. The compound of claim 1, wherein R^{24} is hydrogen.

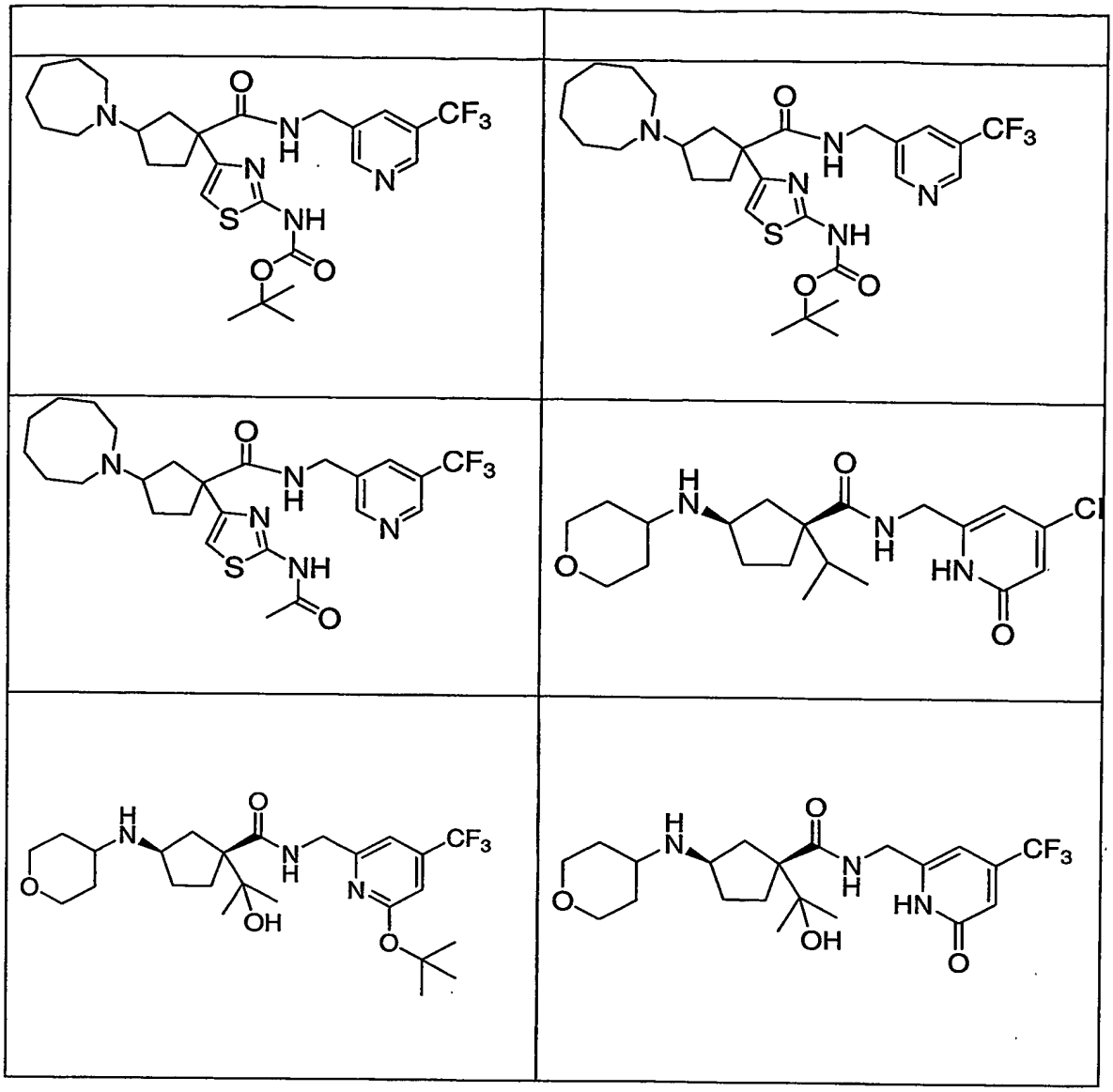
37. The compound of claim 1, wherein R^{25} is =O.

38. The compound of claim 1, wherein m = 0 or 1.

39. The compound of claim 1, wherein n = 1 or 2.

40. A compound selected from:





41. A pharmaceutical composition which comprises an inert carrier and a compound of Claim 1.

42. A method for modulation of chemokine receptor activity in a mammal which comprises the administration of an effective amount of a compound of Claim 1.

43. A method for treating, ameliorating, controlling or reducing the risk of an inflammatory and immunoregulatory disorder or disease which comprises the administration to a patient of an effective amount of a compound of Claim 1.

44. A method for treating, ameliorating, controlling or reducing the risk of rheumatoid arthritis which comprises the administration to a patient of an effective amount of a compound of Claim 1.